

## ***E. Referral Letter***

Appendix E includes a standard form Referral Letter (shown on the next page).

1. Standard form Referral Letter .....E-3

*This page is intentionally blank.*

[DATE]

[ATTORNEY]  
[FIRM]  
[ADDRESS]  
[CITY/STATE/ZIP]

Re: [INSTITUTION NAME/FIN]  
[ASSET/CASE NAME]  
[LMIS NUMBER(S)]

Dear [ATTORNEY]:

Your firm is being retained to provide legal services to the Federal Deposit Insurance Corporation (“FDIC”) in the matter *[or matters]* referenced above. This referral to your firm is subject to the provisions of the Legal Services Agreement (“LSA”) between your firm and the FDIC, the Outside Counsel Deskbook (“Deskbook”), as it may be amended as well as the documents enclosed herein.

The legal services encompassed by this referral are *[Brief description of services and effective date to begin work]*.

*[Include a paragraph about your section/office’s instructions for submission of budgets and incorporation of approved budget in the referral letter.]* Your firm must have an approved budget in place before invoices can be paid. Please refer to the section in the Deskbook regarding the FDIC Legal Research Bank before commencing any legal research.

The Oversight Attorney for this referral is \_\_\_\_\_, *[phone number]*. The Oversight Attorney is responsible for managing the progress and resolution of this matter. The Oversight Attorney is available to provide assistance concerning FDIC special powers and significant issues of the FDIC, to discuss legal or factual issues associated with this matter, and to help resolve any questions that may arise during your representation. The Deskbook previously provided to your firm details the role and responsibilities of the Oversight Attorney. *[See also the attached supplemental memorandum from the \_\_\_\_\_ Section.]*

The FDIC requires outside counsel to submit invoices on a monthly basis unless the amount (fees and expenses) to be invoiced is less than \$500. If the amount is less than \$500, outside counsel may submit its invoices on a quarterly basis. Invoices for fees and expenses should be submitted within 30 days from the last day in outside counsel’s billing period. The Legal Division recognizes that firms may experience delays receiving invoices and supporting documentation for expenses to be included in the firm’s invoice to the FDIC. Therefore, invoices for such expenses should be submitted within 60 days from the last date in outside counsel’s billing period. At the conclusion or termination of this referral or any matter under this

referral, outside counsel should submit its final invoice for fees and expenses within 90 days of conclusion or termination of the referral or matter. Failure to submit invoices in a timely manner as set forth above may significantly delay FDIC's invoice processing and payment. Absent extraordinary circumstances, FDIC will not process invoices for fees submitted over one year from the date services are rendered. Further information is contained in the Outside Counsel Deskbook.

In the event the total fees and expenses for this referral are expected to exceed \$100,000, outside counsel must comply with the provisions of the Byrd Amendment and complete either the enclosed Certification or Disclosure Form, as applicable.

Please confirm acceptance of this referral by returning a counter-signed copy of this letter to me. Your acceptance also constitutes your certification that your firm has conducted an appropriate inquiry and that you have found no conflicts of interest in connection with representation of the FDIC on this matter (or that such conflicts have been waived by the FDIC Outside Counsel Conflicts Committee or Regional Counsel as appropriate).

Sincerely,

*[Delegated Authority]*

Agreed and accepted by:

\_\_\_\_\_  
*[Attorney]*  
For *[Law Firm]*

\_\_\_\_\_  
Date

Enclosures: Byrd Certification Form  
Byrd Disclosure Form  
*[Supplemental Memorandum]*  
*[Budget Forms and Instructions]*

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